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Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |   |                         |
|--|---|-------------------------|
|  |   | X                       |
| In re:                                       | : | Chapter 11              |
| LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> | : | Case No. 08-13555 (JMP) |
| Debtors.                                     | : |                         |
|  | X |                         |

|  |   |                      |
|--|---|----------------------|
| LEHMAN BROTHERS SPECIAL FINANCING INC. and | : |                      |
| LEHMAN BROTHERS HOLDINGS INC.              | : |                      |
| Plaintiffs,                                | : |                      |
| -against-                                  | : | Adversary Proceeding |
|  | : | No.: 09-01261 (JMP)  |
| AMERICAN FAMILY LIFE ASSURANCE COMPANY     | : |                      |
| OF COLUMBUS and BNY CORPORATE TRUSTEE      | : |                      |
| SERVICES LIMITED                           | : |                      |
| Defendants.                                | : |                      |
|  | X |                      |

|  |   |  |
|--|---|--|
| AMERICAN FAMILY LIFE ASSURANCE COMPANY     | : |  |
| OF COLUMBUS                                | : |  |
| Counterclaim Plaintiff,                    | : |  |
| -against-                                  | : |  |
|  | : |  |
| LEHMAN BROTHERS SPECIAL FINANCING INC. and | : |  |
| LEHMAN BROTHERS HOLDINGS INC.              | : |  |
| Counterclaim Defendants.                   | : |  |
|  | X |  |

**DECLARATION OF RALPH I. MILLER IN SUPPORT OF LEHMAN  
BROTHERS SPECIAL FINANCING INC. AND LEHMAN BROTHERS  
HOLDINGS INC.'S MEMORANDUM OF LAW IN OPPOSITION TO  
AMERICAN FAMILY LIFE ASSURANCE COMPANY OF COLUMBUS'S  
MOTION FOR SUMMARY JUDGMENT**

Pursuant to 28 U.S.C. § 1746, I, Ralph I. Miller declare:

1. I am a partner with the law firm of Weil, Gotshal, & Manges LLP, counsel for Plaintiffs and Debtors Lehman Brothers Special Financing Inc. ("LBSF") and Lehman Brothers Holdings Inc. ("LBHI") in this adversary proceeding and in LBSF and LBHI's bankruptcy cases.

2. I make this declaration of my own personal knowledge. If called to testify as to the truth of the matters stated herein, I could and would do so competently.

3. Attached as Exhibits A through D of this declaration are records maintained by Weil, Gotshal & Manges LLP in the ordinary course of its business.

4. Exhibit A is a true, correct, and complete copy of a standard form ISDA Credit Support Annex subject to English law.

5. Exhibit B is a true, correct, and complete copy of a standard form ISDA Credit Support Annex subject to New York law.

6. Exhibit C is a true, correct, and complete copy of a standard form ISDA Credit Support Deed subject to English law.

7. Exhibit D is a true and correct excerpt from SIMON FIRTH, DERIVATIVES LAW & PRACTICE ¶ 12.033 (Sweet & Maxwell 2008).

8. I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 23, 2009.

/s/ *Ralph I. Miller*

Ralph I. Miller

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